



AARTI INDUSTRIES LIMITED

71, Udyog Kshetra, 2nd Floor, Mulund - Goregaon Link Road, Mulund (West), Mumbai-400 080.INDIA
☎: 00-91-6797 6666, 2591 8195 • Fax : 00-91-22-2590 4806 / 2565 3185 / 3234
Regd. Office : Plot No. 801 / 23, G.I.D.C. Estate, Phase III, Vapi - 396 195, Dist. Valsad, Gujrat.INDIA
E-mail : info@aartigroup.com • Website : www.aartigroup.com • CIN : L24110GJ1984PLC007301



Ref No: AIL/B-29/2014/574

Date : 24th September, 2014.

To,
Listing/Compliance Department
BSE LTD.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

BSE CODE -524208

To,
Listing/Compliance Department
**National Stock Exchange of
India Limited**

"Exchange Plaza", Plot No. C/1,
G Block Bandra-Kurla Complex,
Bandra(E), Mumbai - 400 051.

NSE CODE:AARTIIND

Dear Sir/Madam,

SUB: REPORT OF SCRUTINIZER (E-VOTING).

Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014, we are sending herewith Report of Scrutinizer (E-voting) duly signed by CS Sunil M. Dedhia, a Company Secretary in practice, have been appointed as a Scrutinizer to scrutinize the e-voting process at the 31st Annual General Meeting of the Company.

Please acknowledge the enclosure.

Thanking you,

Yours Faithfully,
For **AARTI INDUSTRIES LIMITED**


MONA PATEL
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: as above.

CS Sunil M. Dedhia
B. Com., A.C.A., F.C.S.

Sunil M. Dedhia & Co.
Company Secretaries
402, KamlaDevi Apartment,
Principal N.M.Kale Marg,
Dadar(W), Mumbai 400 028
Phone : 24306166
Cell : 98217 59793
E-mail : sunil@sunildedhia.com

REPORT OF SCRUTINIZER (E- voting)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]

September 22, 2014

To: The Chairman of
31st Annual General Meeting of
the members of Aarti Industries Limited

Dear Sir,

1. I, CS Sunil M. Dedhia of Sunil M. Dedhia & Co., Company Secretaries, having office at 402, Kamladevi Apartment, N. M. Kale Marg, Agar Bazar, Dadar(West), Mumbai - 400028, was appointed as a Scrutinizer, inter alia, for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the agenda items including resolutions thereof contained in the notice convening 31st Annual General Meeting of Aarti Industries Limited ("the Company") to be held on the 24th day of September, 2014 at 10:30 a.m. at Plot Nos. 801, 801/23, GIDC Estate, Phase III, Vapi - 396195, Dist. Valsad, Gujarat (AGM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the AGM of the members of the Company. My responsibility as a scrutinizer for the evoting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. In this regard, I submit my report as under:-
 - a. The e-voting period remained open from 17th September, 2014 (9.00 a.m.) to 19th September, 2014 (6.00 p.m.).

Sunil Dedhia



- b. The shareholders holding shares as on the "cut off" date i.e. 8th August, 2014 were entitled to vote on the proposed resolutions for Item Nos. 1 to 16 as set out in the Notice of the 31st AGM of Aarti Industries Limited.
- c. The votes were unblocked on 20th September, 2014, in the presence CS Manisha P. Gaikwad and Ms. Megha Shah at Mumbai, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

MP Gaikwad

CS Manisha P. Gaikwad

Megha

Ms. Megha Shah

4. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", or "against" each of the resolutions that were put to vote, were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) and based on such reports generated, the result of the e-voting is as under:

Resolution 1: Ordinary resolution for adoption of Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
114	54132581	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Sunil Dedhia



Resolution 2: Ordinary resolution for declaration of final dividend for the financial year ended 31st March, 2014.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
120	55001052	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 3: Ordinary resolution for appointment of Shri Manoj M. Chheda, Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
110	53990509	98.16

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
8	1010237	1.84

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Sunil Dedhia



Resolution 4: Ordinary resolution for appointment of Shri Kirit R. Mehta, Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
110	52906238	98.13

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
8	1010237	1.87

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 5: Ordinary resolution for appointment of Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
118	55000256	99.999

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	500	0.001

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Sunil Dedhia



Resolution 6: Ordinary resolution for variation in terms of remuneration of Shri. Rashesh C. Gogri, Vice Chariman & Managing Director, Shri. Parimal Desai, Shri Manoj Chheda, Smt. Hetal Gogri Gala, Shri Kirit Mehta and Shri. Renil Gogri whole time Directors.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
103	45213846	99.99997

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	15	0.00003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 7: Ordinary resolution for appointment of Shri Bhavesh R. Vora as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
118	55000741	99.99997

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
1	15	0.00003

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Sunil Dedhia



Resolution 8: Ordinary resolution for appointment of Shri P.A. Sethi as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
116	55000216	99.9991

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	515	0.0009

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 9: Ordinary resolution for appointment of Shri K.V.S. Shyam Sunder as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
117	55000241	99.9991

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	515	0.0009

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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Resolution 10: Ordinary resolution for appointment of Shri Ramdas M. Gandhi as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
117	54738741	99.52

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	262015	0.48

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 11: Ordinary resolution for appointment of Shri Vijay H. Patil as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
109	53728019	97.69

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
9	1272237	2.31

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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Resolution 12: Ordinary resolution for appointment of Shri Laxmichand K. Jain as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
116	54738716	99.52

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	262015	0.48

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 13: Ordinary resolution for approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
119	55000756	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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Resolution 14: Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowings upto Rs.2000 Crore.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
114	54394732	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution 15: Special resolution to approve and ratify the issue of Non-Convertible Debentures.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
119	55000756	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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Resolution 16: Special resolution to adopt new set of Articles of Association.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
119	55000756	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
Nil	Nil	Not applicable

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For **SUNIL M. DEDHIA & CO.**
COMPANY SECRETARIES

Sunil Dedhia

SUNIL M. DEDHIA
PROPRIETOR
FCS 3483 C.P. NO. 2031
Mumbai, Dated September 22, 2014

